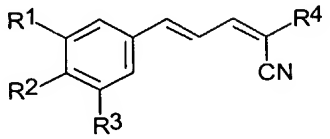
Claims:

1. A compound of Formula I, or a salt, solvate, or hydrate thereof:



I

wherein

R^1 and R^2 are each independently selected from H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}alkylCO_2, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), C_{1-6}alkyl(C=O)NH, C_{1-6}alkyl(C=O)N(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo, or R^1 and R^2 together represent O-C_{1-6}alkyl-O, thereby forming a ring;

R^3 is selected from H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, C_{1-6}alkylCO_2, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), C_{1-6}alkyl(C=O)NH, C_{1-6}alkyl(C=O)N(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_n$ Ar;

R^4 is selected from $C(X)R^5$, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), P(O)$(OH)_2$, P(O)$(OC_{1-6}$alkyl$)_2$, and $C(NH_2)=C(CN)_2$;

X is selected from O,S, NH and N-C_{1-6}alkyl;

R^5 is selected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$, $(CH_2)_pOC_{1-6}$alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, $NHC(O)NH_2$, NHC(O)C_{1-6}alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected fromOH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH,

S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

n is 0 to 4; and

p is 1-4.

2. The compound according to claim 1, wherein R^1 and R^2 are each independently selected from H, OH, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkylCO_2, NH_2, NH-

C_{1-4}alkyl, C_{1-4}alkyl(C=O)NH, C_{1-4}alkyl(C=O)N(C_{1-4}alkyl), SH, S-C_{1-4}alkyl, O-Si(C_{1-4}alkyl)(C_{1-4}alkyl)(C_{1-4}alkyl), NO_2, CF_3, OCF_3 and halo, or R^1 and R^2 together represent O-C_{1-6}alkyl-O, thereby forming a ring.

3. The compound according to claim 2, wherein R^1 and R^2 are each independently selected from the group consisting H, OH, OCH_3, CH_3CO_2, O-$Si(CH_3)_2(^tBu)$, S-Me, SH, CH_3CONH, CH_3CONCH_3, and NO_2.

4. The compound according to claim 3, wherein R^1 and R^2 are both OH or R^1 and R^2 are both OCH_3.

5. The compound according to claim 4, wherein R^1 is OCH_3 and R^2 is OH.

6. The compound according to claim 1, wherein R^3 is selected from H, OH, C_{1-4}alkyl, C_{1-4}alkoxy, C_{1-4}alkylCO_2, NH_2, NH-C_{1-4}alkyl, N(C_{1-4}alkyl)(C_{1-4}alkyl), C_{1-4}alkyl(C=O)NH, C_{1-4}alkyl(C=O)N(C_{1-4}alkyl), SH, S-C_{1-4}alkyl, NO_2 and halo.

7. The compound according to claim 6, wherein R^3 is selected fromselected from H, OH, OCH_3, CH_3CO_2, SH, SMe, NO_2, CH_3CONH, CH_3CONCH_3, and halo.

8. The compound according to claim 1, wherein R^1, R^2, and R^3 are each independently selected from H, C_{1-4}alkylCO_2, C_{1-6}alkyl(C=O)NH, and C_{1-6}alkyl(C=O)N(C_{1-6}alkyl), provided that at least one of R^1, R^2, and R^3 is not hydrogen.

9. The compound according to claim 1, wherein R^4 is selected fromselected from $C(X)R^5$ and $C(NH_2)=C(CN)_2$.

10. The compound according to claim 9, wherein R^4 is $C(X)R^5$.

11. The compound according to claim 10, wherein X is selected fromselected from O and S.

12. The compound according to claim 10, wherein R^5 is selected fromselected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and C_{1-4}alkoxy.

13. The compound according to claim 12, wherein p is 1-3.

14. The compound according to claim 13, wherein R^5 is selected fromselected from NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$ and OCH_3.

15. The compound according to clam 14, wherein p is 1-2.

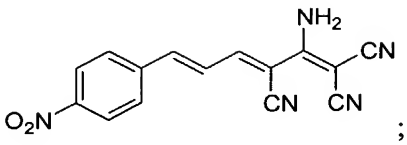
16. The compound according to claim 1, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected fromselected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

17. The compound according to claim 14, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected fromselected from OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo.

18. The compound according to any of claims 16 and 17, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents optionally selected fromselected from OH, C_{1-4}alkyl, C_{1-4}alkoxy, NH_2, NH-C_{1-4}alkyl, N(C_{1-4}alkyl)(C_{1-4}alkyl), SH, S-C_{1-4}alkyl, NO_2, CF_3, OCF_3 and halo.

19. The compound according to claim 18, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents optionally selected from OH, OCH_3, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, CF_3, OCF_3 and halo.

20. A compound selected from: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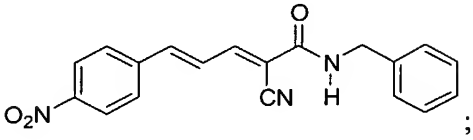
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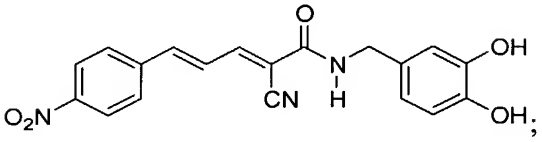
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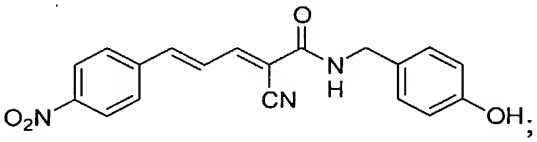
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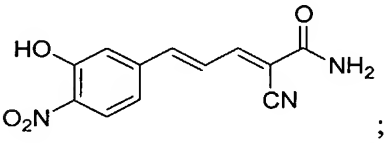
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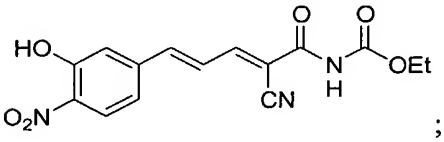
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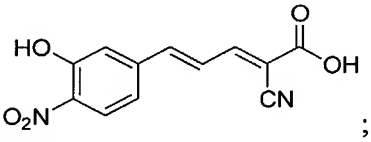
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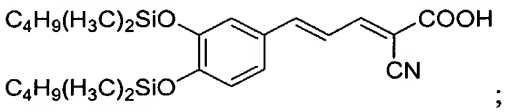
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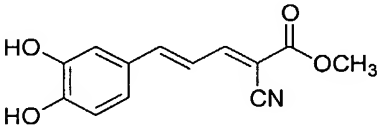
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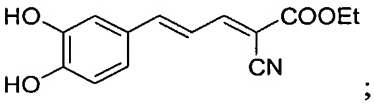
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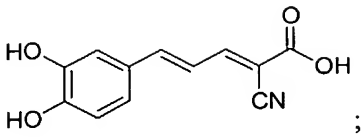
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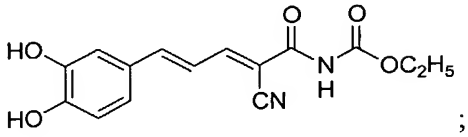
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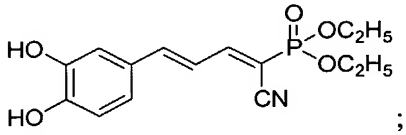
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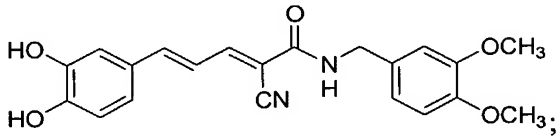
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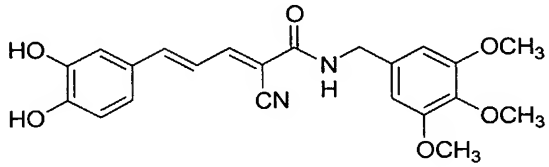
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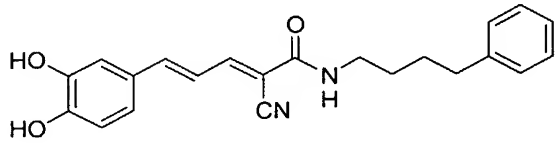
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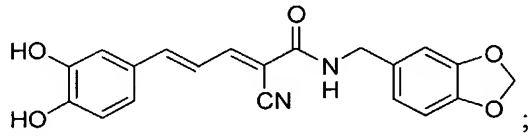
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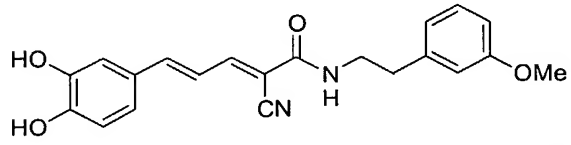
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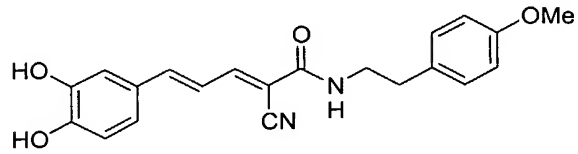
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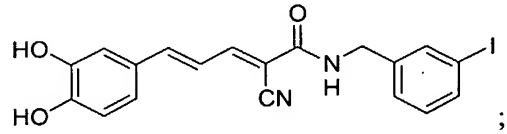
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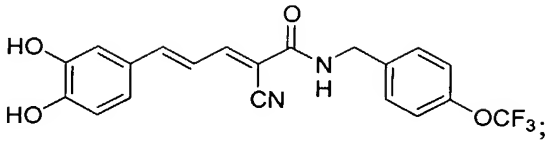

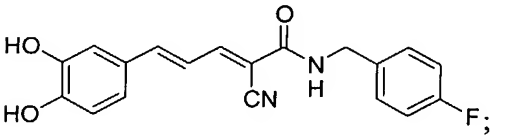

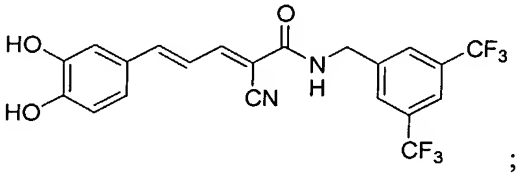

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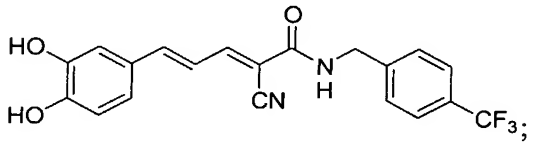

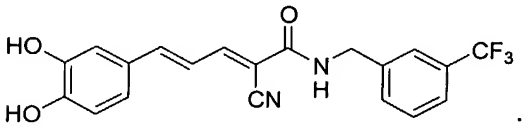

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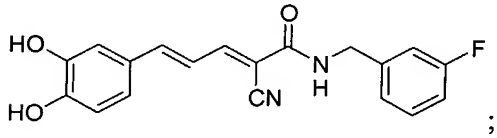

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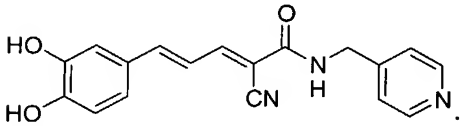

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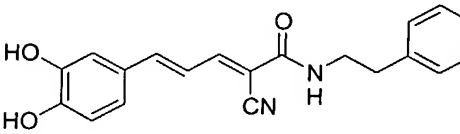

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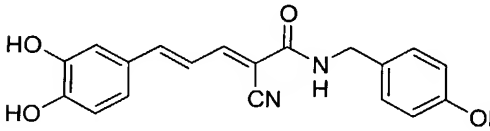

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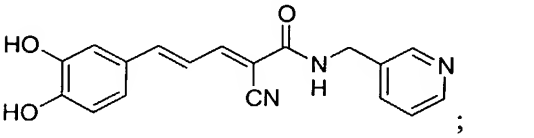

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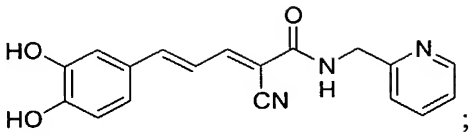
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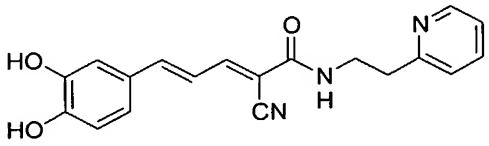
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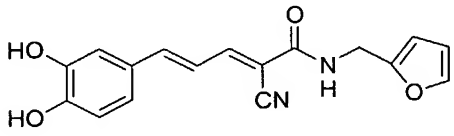
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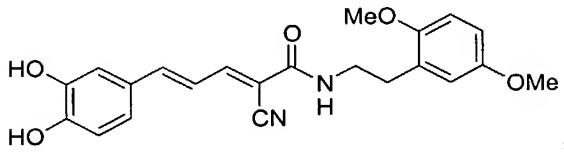
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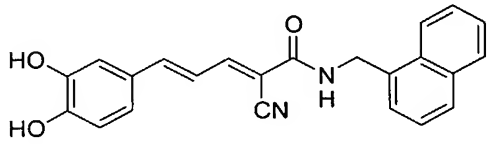
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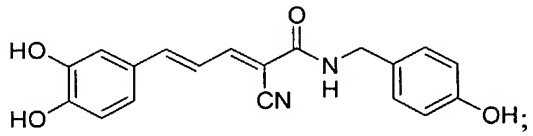
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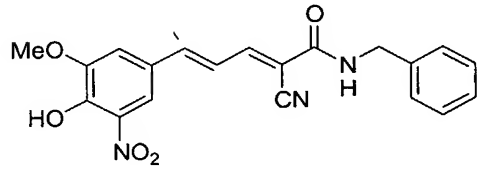
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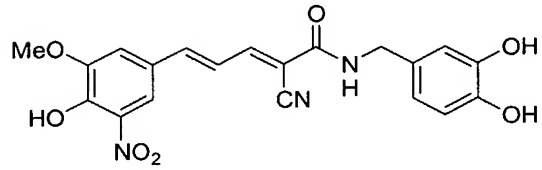
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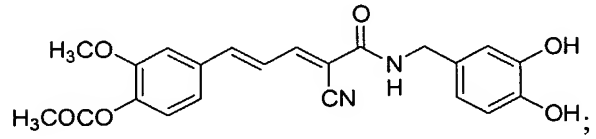
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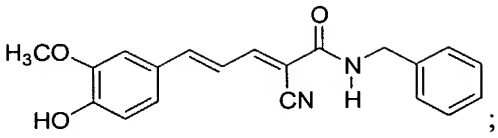
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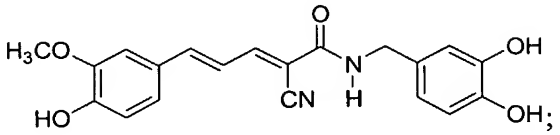
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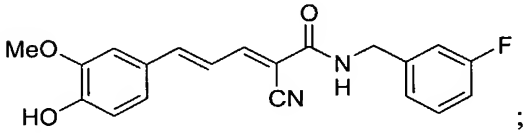
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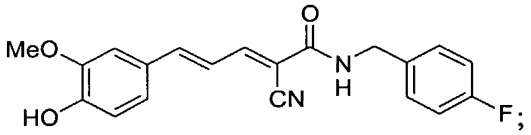
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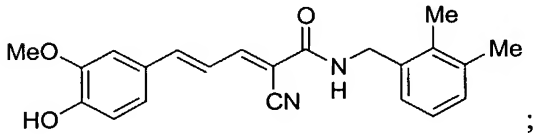
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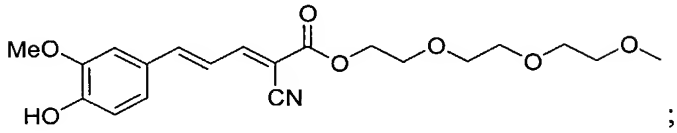
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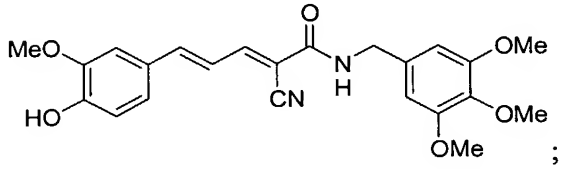
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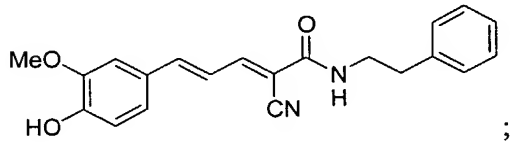
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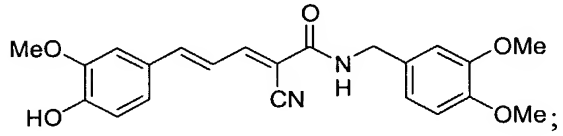
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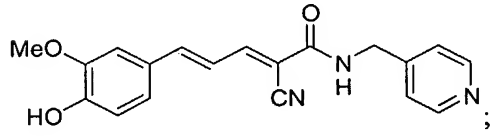
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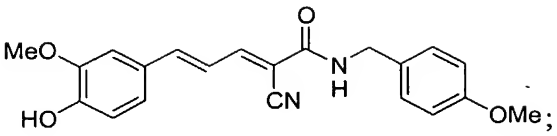
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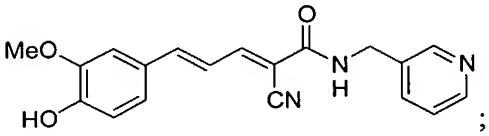
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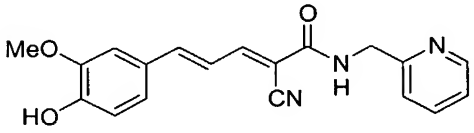
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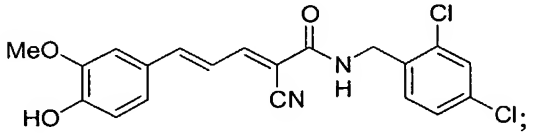
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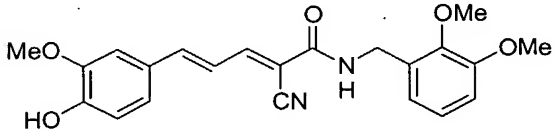
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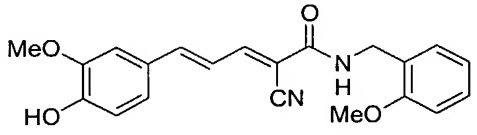
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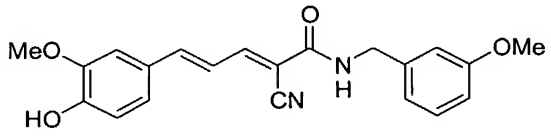
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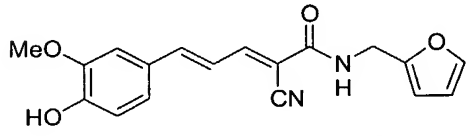
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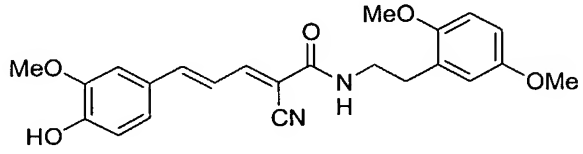
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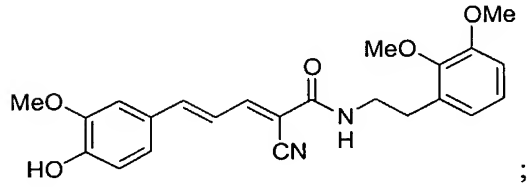
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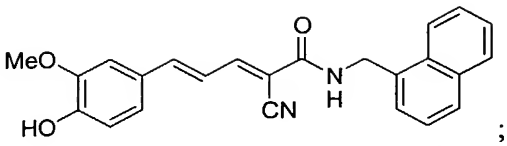
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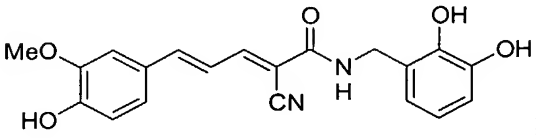
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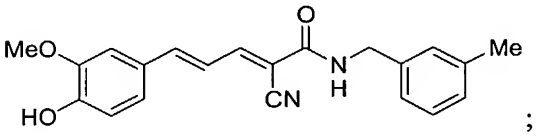
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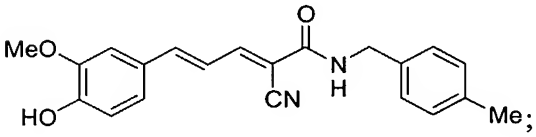
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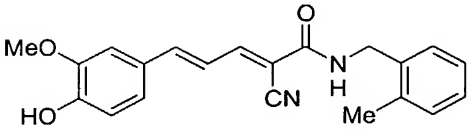
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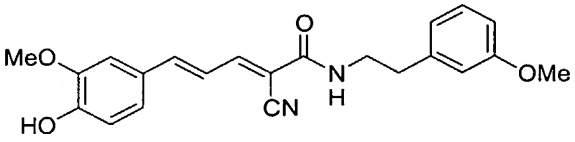
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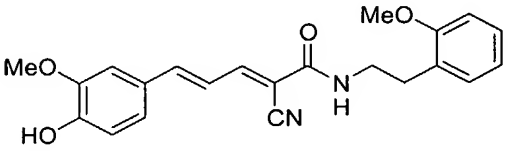
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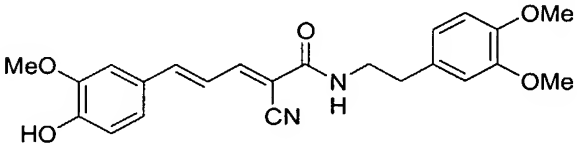
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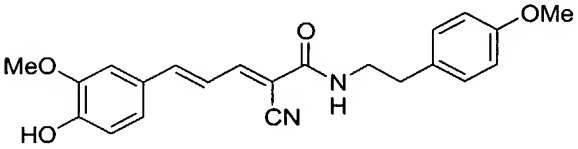
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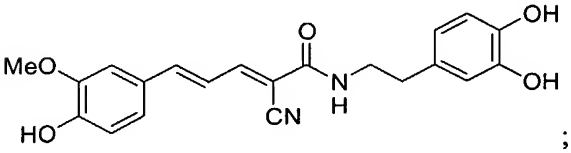
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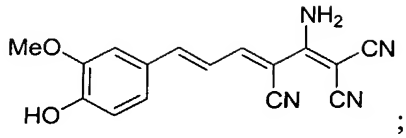
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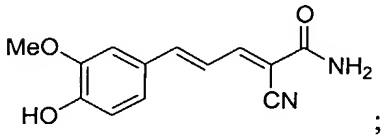
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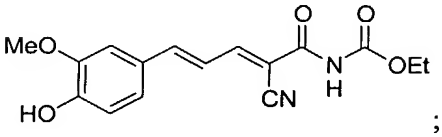
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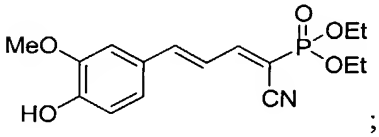
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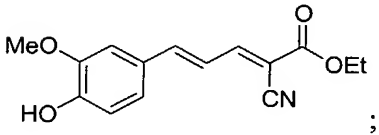
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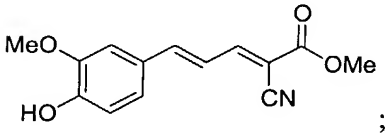
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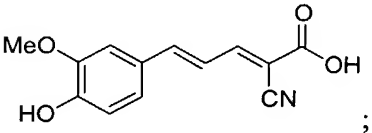
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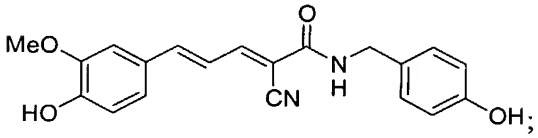
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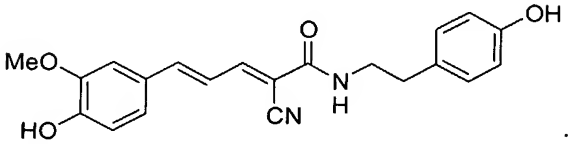
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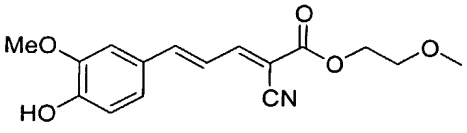
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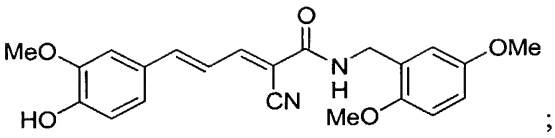
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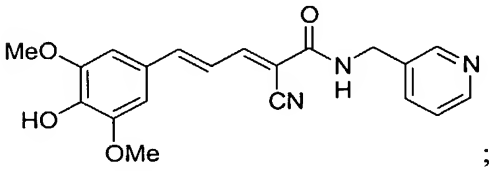
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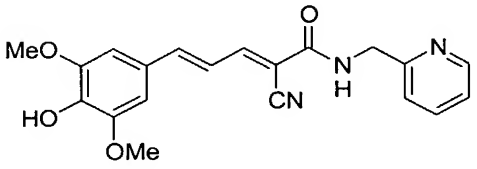
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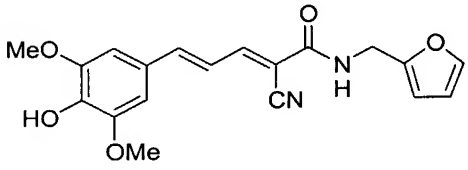
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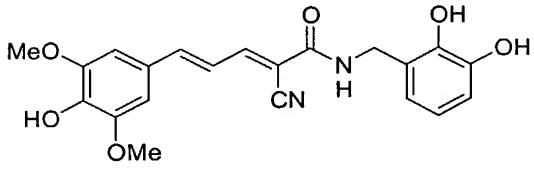
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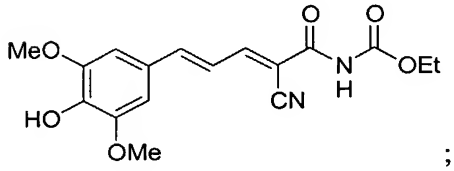
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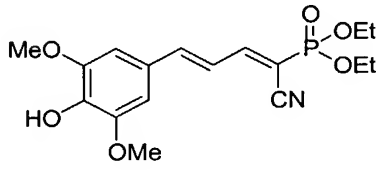
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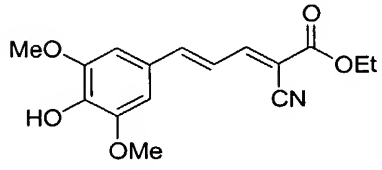
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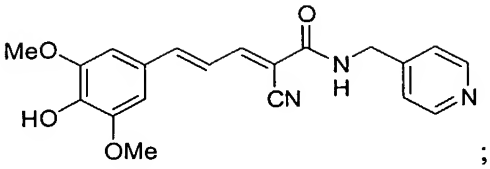
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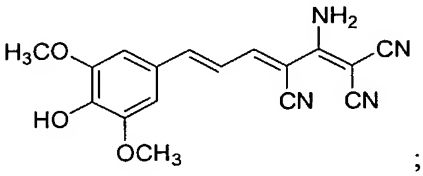
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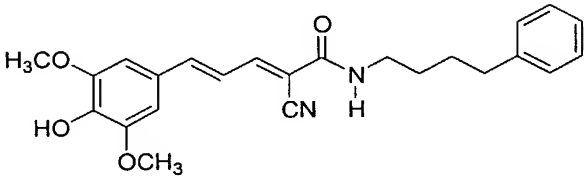
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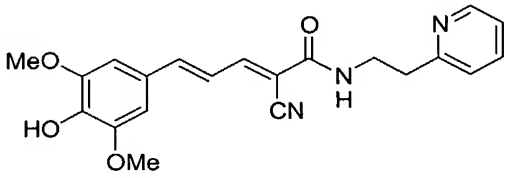
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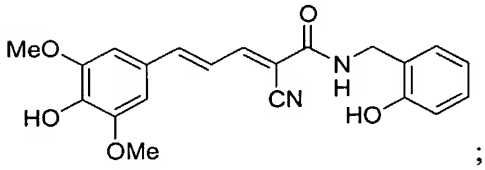
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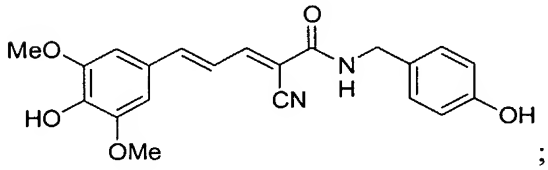
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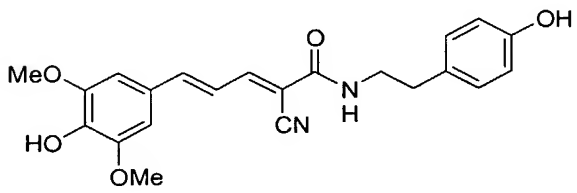
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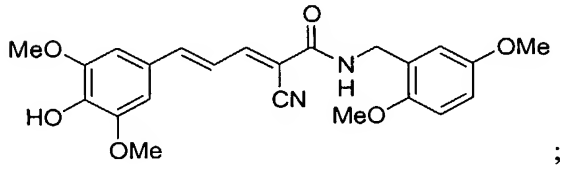
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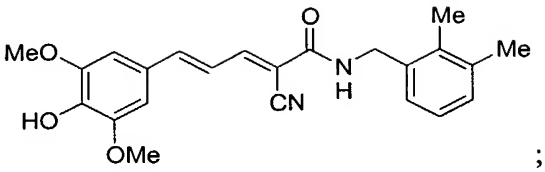
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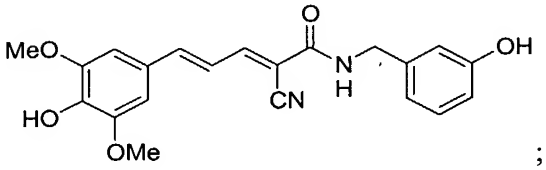
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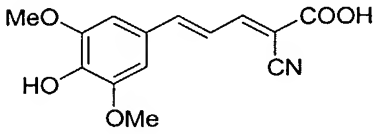

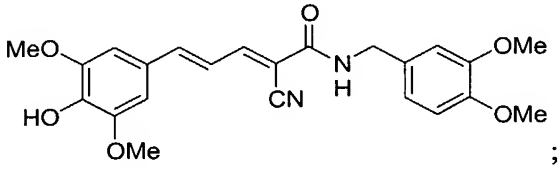
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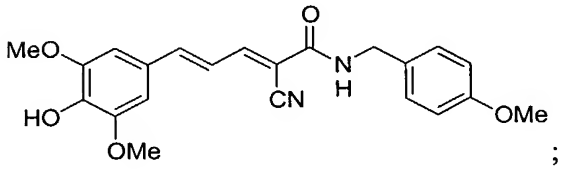
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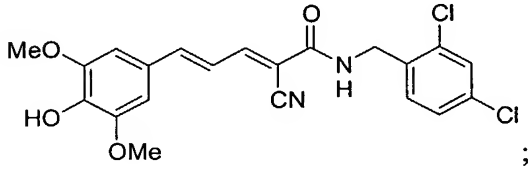
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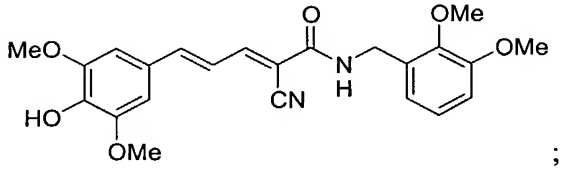
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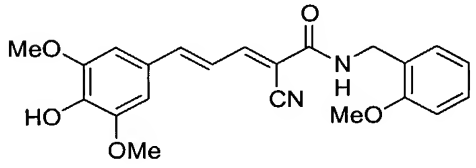
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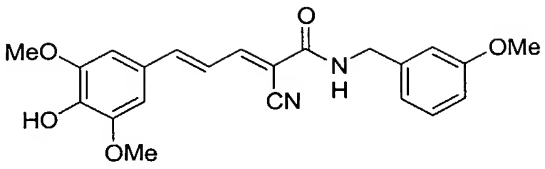
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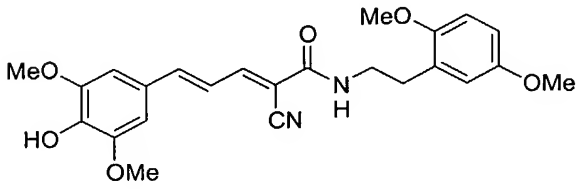
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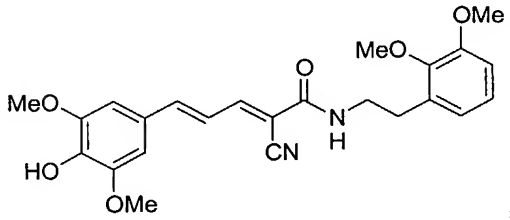
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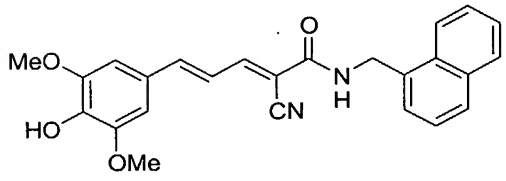
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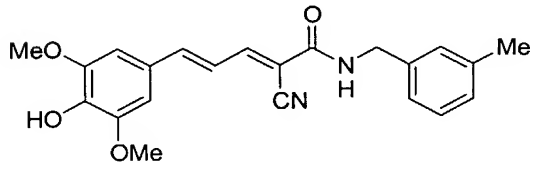
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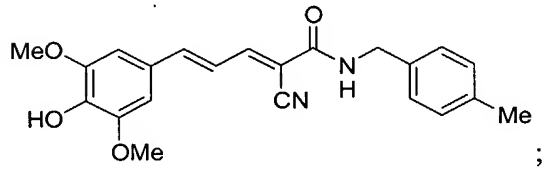
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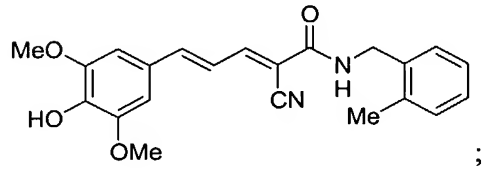
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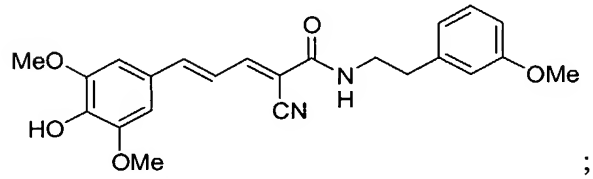
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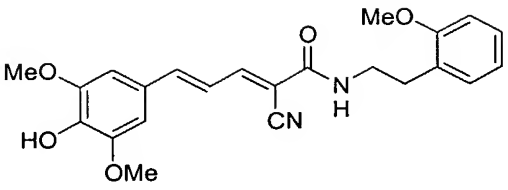
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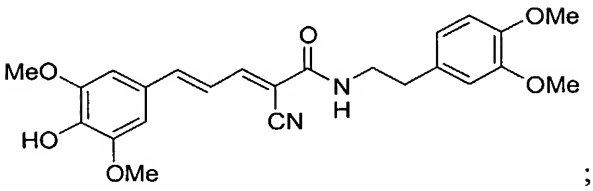
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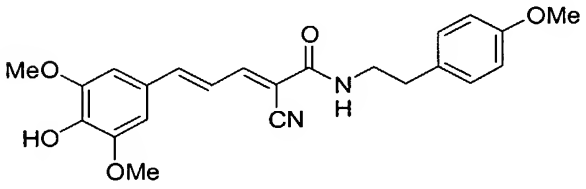
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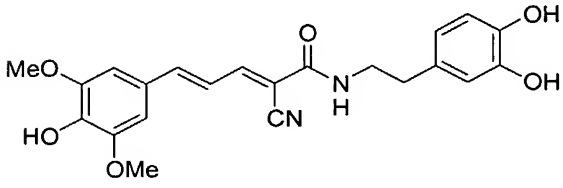
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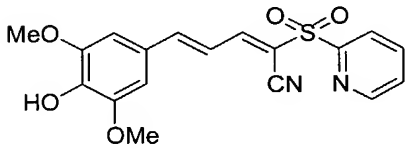
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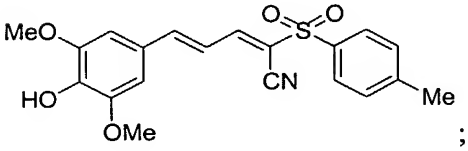
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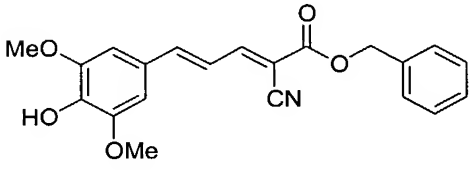
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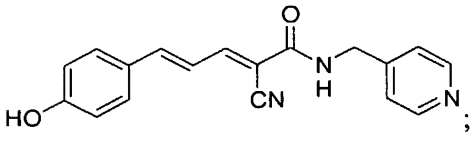
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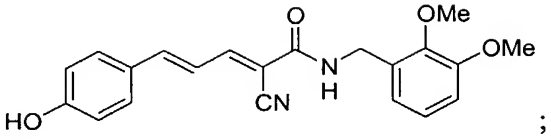
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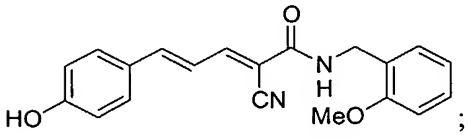
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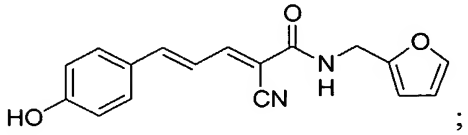
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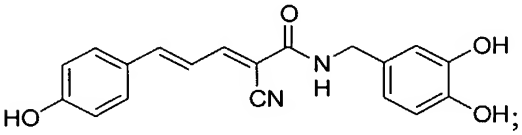
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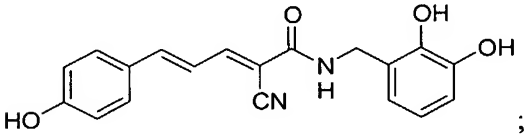
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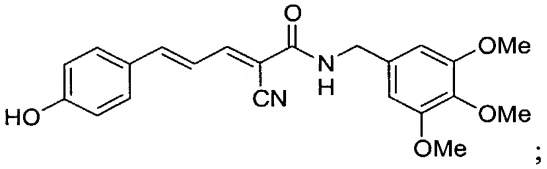
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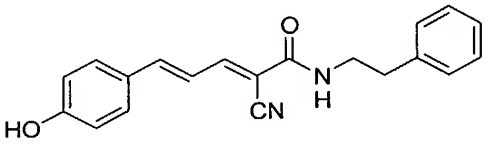
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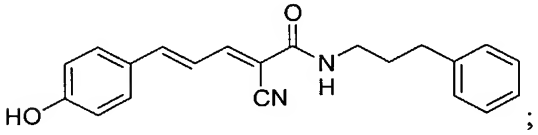
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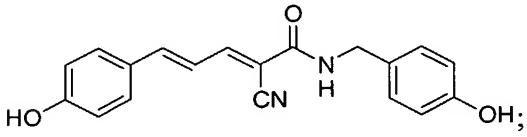
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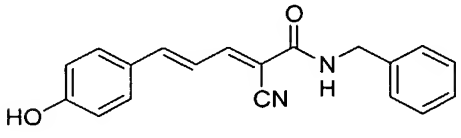
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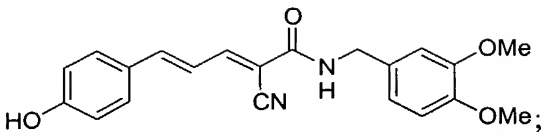
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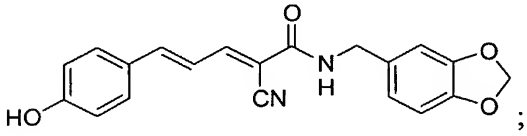
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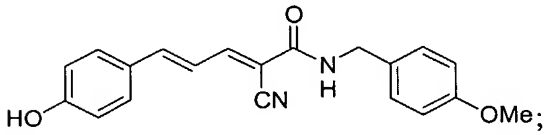
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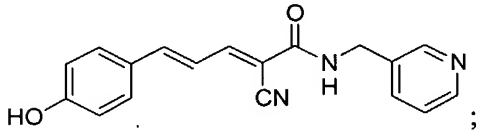
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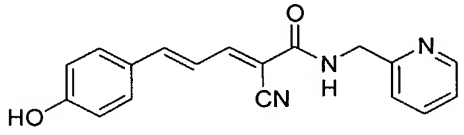
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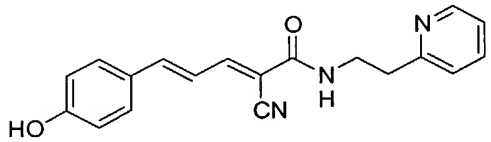
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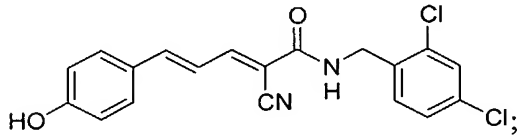
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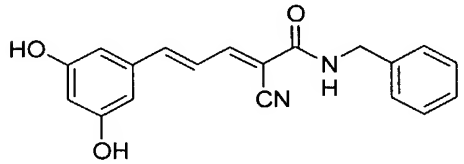
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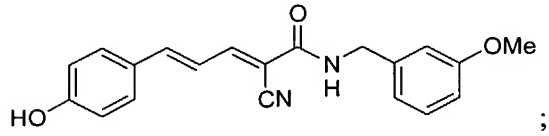
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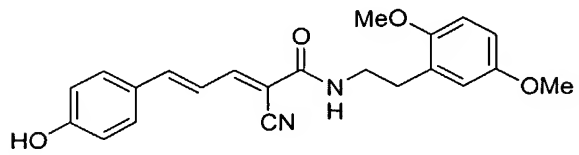
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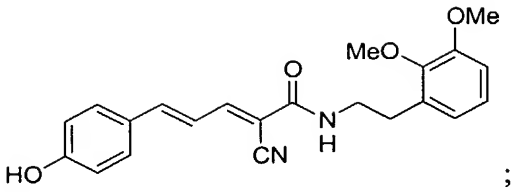
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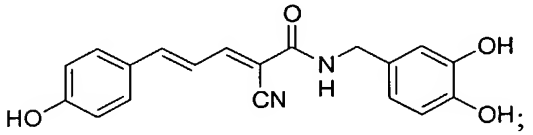
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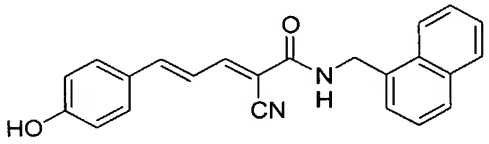
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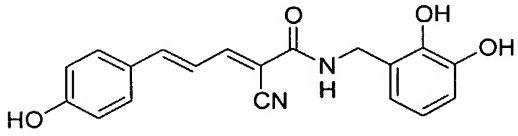
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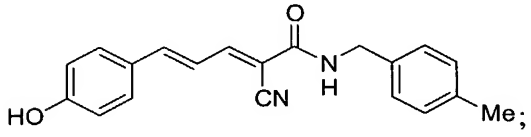
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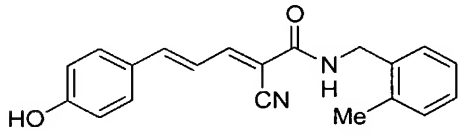
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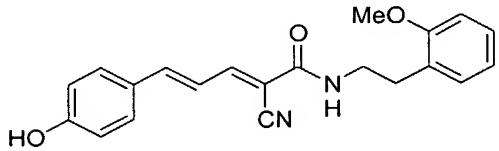
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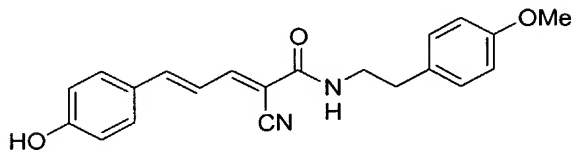
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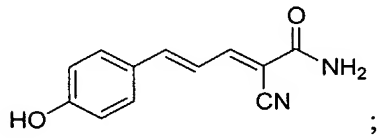
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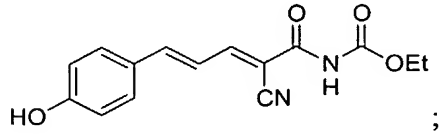
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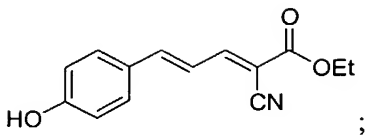
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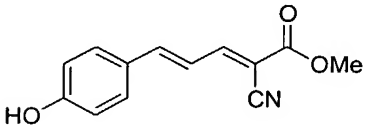
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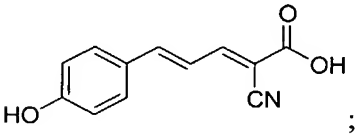
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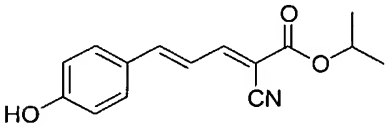
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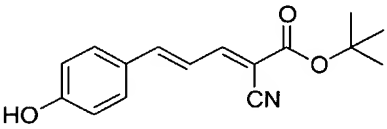
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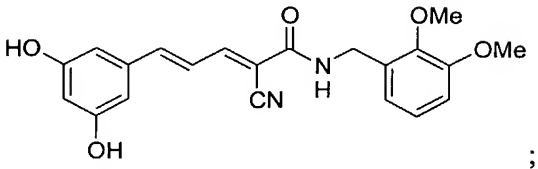
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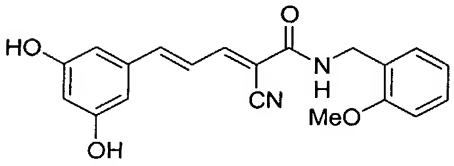
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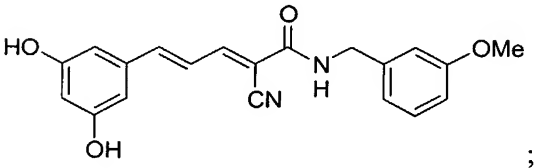
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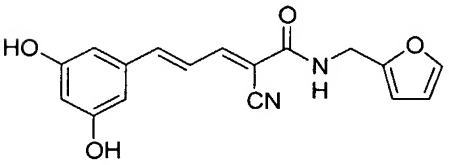
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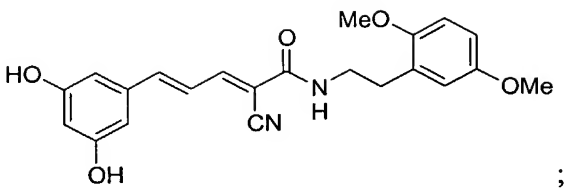
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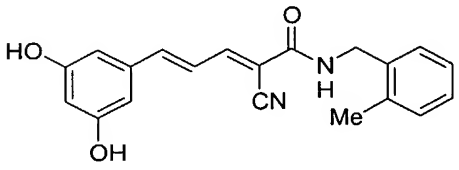
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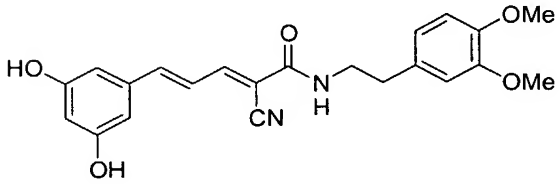
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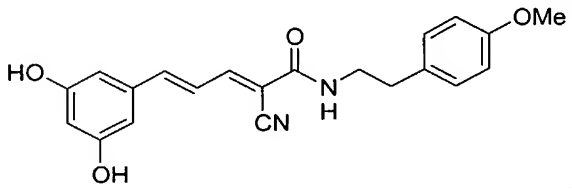
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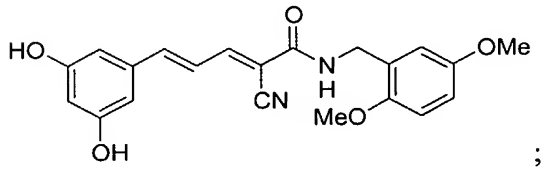
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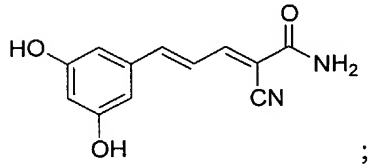
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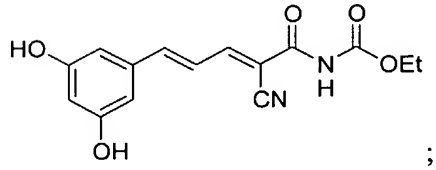
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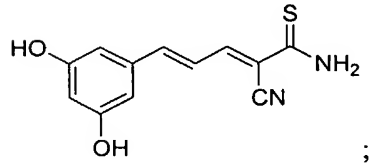
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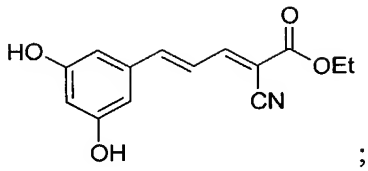
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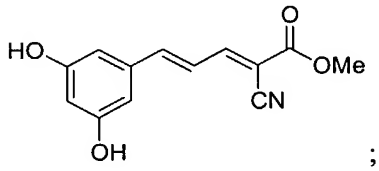
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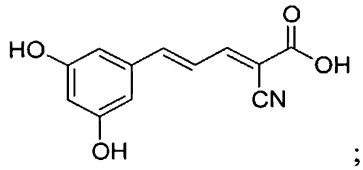
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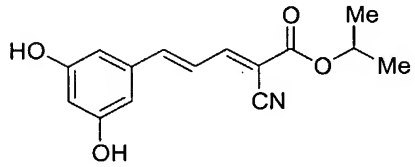
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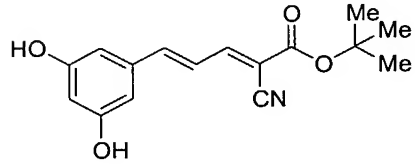
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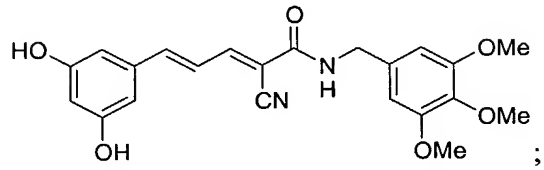
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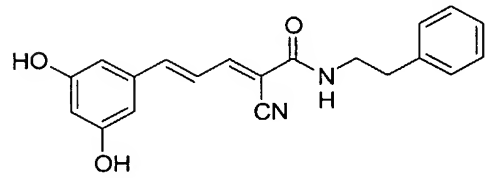
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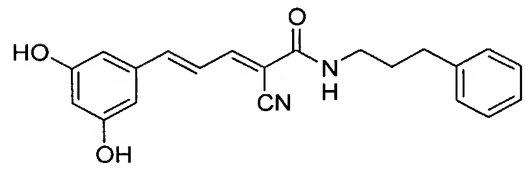
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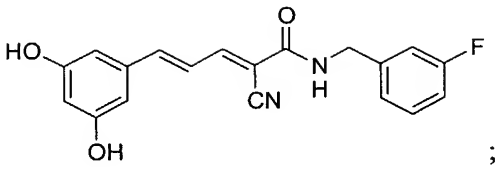
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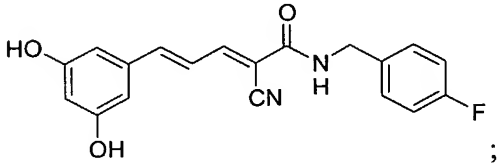
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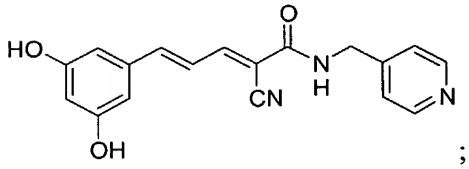
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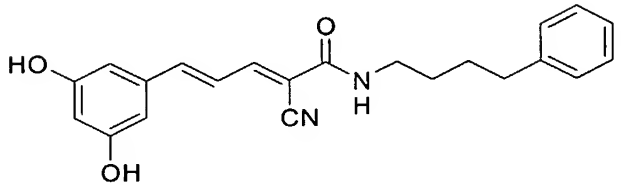
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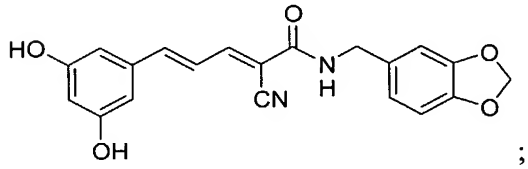
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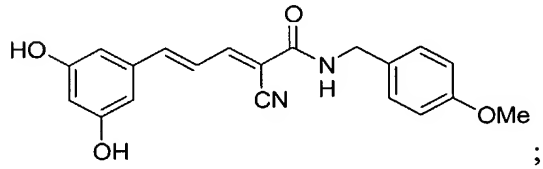
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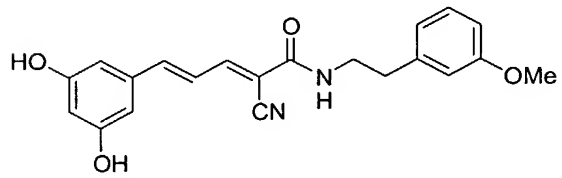
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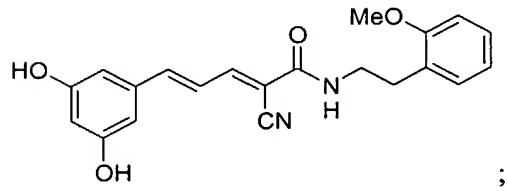
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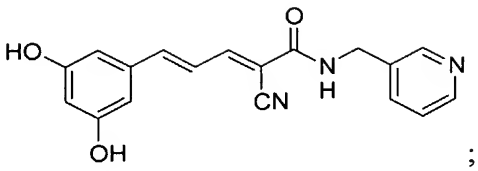
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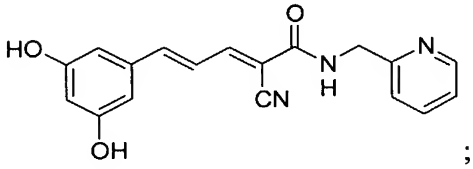
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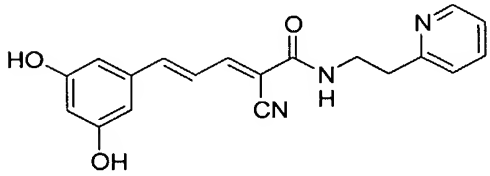
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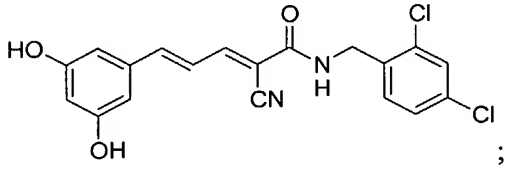
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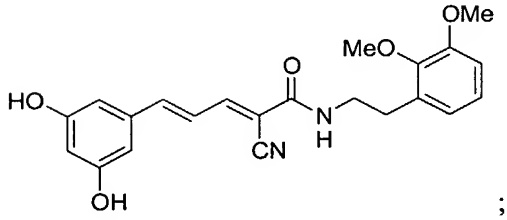
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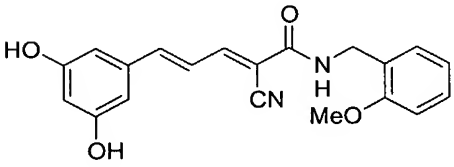
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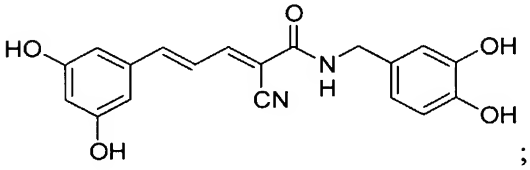
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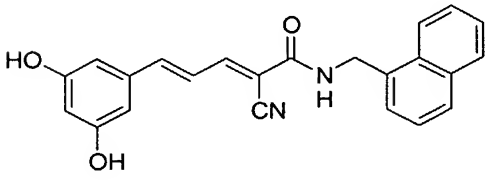
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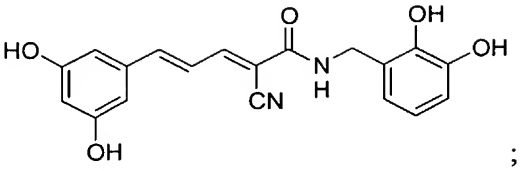
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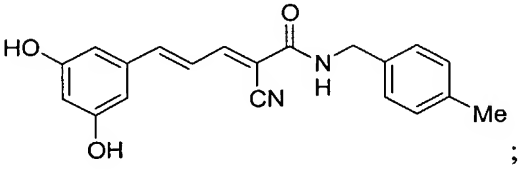
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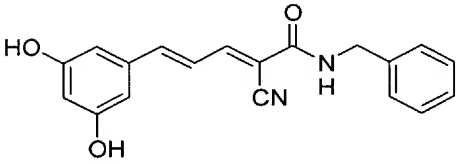
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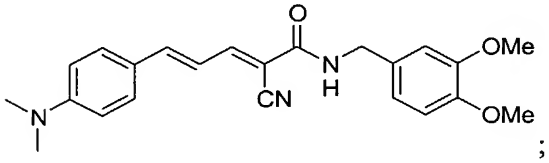
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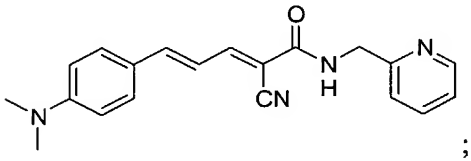
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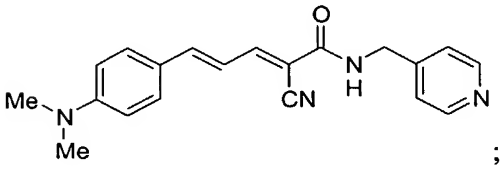
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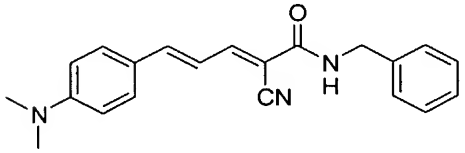
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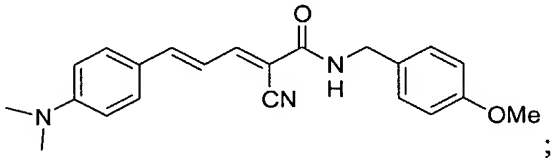
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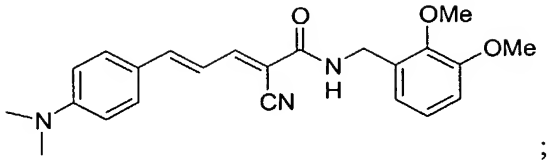
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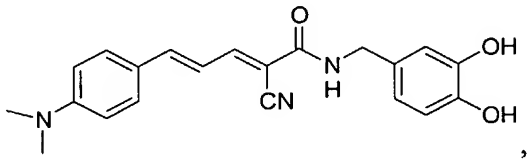
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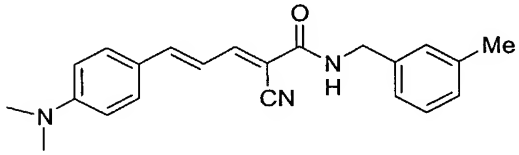
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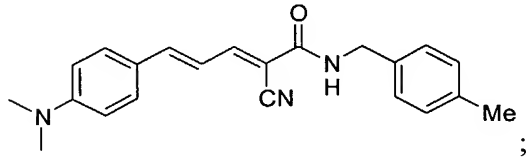
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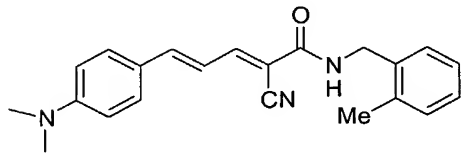
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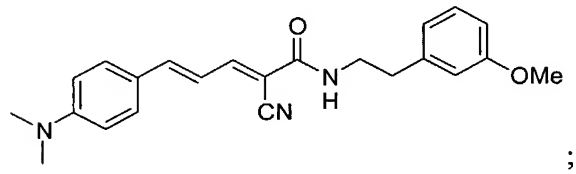
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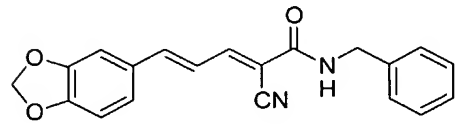
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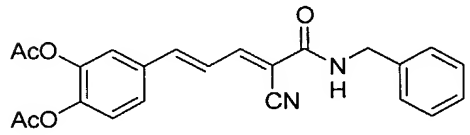
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21. A composition comprising a compound according to any one of claims 1 to 20 in admixture with a pharmaceutically acceptable diluent or carrier.

22. A use of a compound capable of modulating cell proliferation according to any one of claims 1 to 20 to prepare a medicament to modulate cell proliferation.

23. A use of a compound capable of inhibiting cell proliferation according to any one of claims 1 to 20 to inhibit cell proliferation.

24. A use of a compound capable of inhibiting cancer cell proliferation according to any one of claims 1 to 20 to inhibit cancer cell proliferation.

25. A use of a compound according to any one of claims 1 to 20 to treat cancer.

26. A use according to claim 24 or 25 wherein said cancer is a hematopoietic cell cancer.

27. A use according to claim 24 or 25 wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.

28. A use according to claim 27 wherein said leukemia is acute lymphoblastic leukemia, Philadelphia+ leukemia, Philadelphia- leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia.

29. A use according to claim 27 wherein said leukemia is acute lymphoblastic leukemia.

30. A method of modulating cell proliferation comprising administering an effective amount of a compound capable of modulating cell proliferation according to any one of claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

31. A method of inhibiting cell proliferation comprising administering an effective amount of a compound capable of inhibiting cell proliferation according to any one of claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

32. A method of inhibiting cancer cell proliferation comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to any one of claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

33. A method of treating cancer comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to any one of claims 1 to 20 or a composition according to claim 21 to a cell or animal in need thereof.

34. A method according to claim 32 or 33 wherein said cancer is a hematopoietic cell cancer.

35. A method according to claim 32 or 33 wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.

36. A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia, aggressive Philadelphia+ leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia,

37. A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia.